

UNITED STATES BANKRUPTCY COURT

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered
PROPOSED PLAN DATE: To Be Determined

PETITION DATE: April 7, 2017
DISTRICT OF TEXAS: Southern
DIVISION: Houston

MONTHLY OPERATING REPORT SUMMARY FOR FEBRUARY 2019 ⁽¹⁾

MONTH	Estate October 2018	Estate November 2018	Estate December 2018	Estate January 2019	Estate February 2019
REVENUES (MOR-6)	\$ -	\$ -	\$ 5,000	\$ -	\$ -
INCOME BEFORE INT. DEPRICI. TAX (MOR-6)	(24,519)	(750)	5,000	(23,428)	-
NET INCOME (LOSS) (MOR-6)	(24,384)	(620)	5,134	(23,294)	121
PAYMENTS TO INSIDERS (MOR-9)	-	750	-	-	-
PAYMENTS TO PROFESSIONALS (MOR-9)	2,744	750	-	2,953	-
TOTAL DISBURSEMENTS (MOR-7)	24,519	750	-	23,428	-

The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee

REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE	EXP. DATE
COMMERCIAL GENERAL & PROFESSIONAL LIABILITY ⁽³⁾	N/A
UMBRELLA / EXCESS LIABILITY ⁽⁵⁾	N/A
AUTOMOBILE LIABILITY ⁽⁵⁾	N/A
COMMERCIAL PROPERTY LIABILITY ⁽⁵⁾	N/A
MANAGEMENT, DIRECTORS & OFFICERS LIABILITY ⁽⁵⁾	N/A
CRIME AND FIDELITY ⁽⁵⁾	N/A
CYBERCRIME LIABILITY / E & O ⁽⁵⁾	7/1/2019
WORKER'S COMPENSATION (3004588)	7/1/2019
WORKER'S COMPENSATION (3350863)	N/A
CARGO / TRANSIT ⁽⁵⁾	N/A

Are all accounts receivable being collected within terms ⁽²⁾ ? N/A
Are all post-petition liabilities, including taxes, being paid within terms? ⁽³⁾ Yes
Have any pre-petition liabilities been paid? ⁽⁴⁾ Yes
If so, describe See Footnote 4
Are all funds received being deposited into DIP bank accounts? Yes
Were any assets disposed of outside the normal course of business? No

What is the status of your Plan of Reorganization?

Plan filed on January 11, 2019 [ECF No. 963]

I certify under penalty of perjury that the following complete
Monthly Operating Report (MOR), consisting of MOR-1 through
MOR-9 plus attachments, is true and correct.

ATTORNEY NAME: Elizabeth A. Green
FIRM NAME: Baker & Hostetler LLP
ADDRESS: 200 S. Orange Ave
SunTrust Center, Suite 2300
Orlando, FL 32801
CITY, STATE, ZIP: Orlando, FL 32801
TELEPHONE FAX: Tel (407) 614-4000 / Fax (407) 841-0168

SIGNED X Ronald L. Glass TITLE: Chapter 11 Trustee
Ronald L. Glass DATE: 3-27-2019
(PRINT NAME OF SIGNATORY)

Notes:

- The accompanying Monthly Operating Report Notes are an integral part of this schedule.
- Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell Holding, Inc., ("UpWell") all accounts receivable were purchased by UpWell on November 17, 2017.
- Post-petition liabilities have been, or will be, assumed by UpWell with the exception of approximately \$2.675 million in accrued legal and professional fees and \$358,380 in accounts payable valued as of the sale date. Post-petition liabilities of the Entities No Longer an Estate Economic Risk are legal obligations of the buyer per the Asset Purchase Agreement.
- The Jointly Administered Debtors have been authorized by the Court to pay certain prepetition liabilities in previous reporting periods as provided for in the Interim Order to Pay Prepetition Wages [ECF No. 15]. Additionally, other pre-petition liabilities were inadvertently paid in prior reporting periods. The total is less than \$40,000 since the Petition Date.
- Policies expired on January 15, 2019. All pharmacies were transitioned to Upwell by August 31, 2018.

MOR-1

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

Notes to the Monthly Operating Report - February 2019

General:

On April 7, 2017 (the "Petition Date"), Uplift Rx, LLC ("Uplift") filed a voluntary petition with the United States Bankruptcy Court under Chapter 11 of the Bankruptcy Code [Case No. 17-32186], along with sixty-two (62) affiliated entities ("Affiliated Entities") presented in Exhibit A. The bankruptcy filings of Uplift and the Affiliated Entities are jointly administered under Case No. 17-32186 (the "Jointly Administered Debtors"). The Jointly Administered Debtors are authorized to file monthly operating reports on a consolidated basis and have presented disbursements by Debtor entity in Exhibit A attached. On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' (A) sold some but not all assets as of November 17, 2017, (B) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however (C) no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer. Similarly, since the risk of loss is no longer with the Debtors' estates, the insurance is now paid for by the buyer and the buyer is the beneficiary.

Debtor-in-Possession Financial Statements - The accompanying schedules MOR-1 through MOR-9, including Exhibit A, herein are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects. In addition, the financial statements and the supplemental information contained herein represent the financial information on a consolidated basis of the Jointly Administered Debtors presented in Exhibit A. The debtor entities that are no longer an economic risk to the estate are presented separately from the assets liabilities and disbursements of the estate.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The unaudited financial statements have been derived from the books and records of the Debtors. The information presented herein has not been subjected to all procedures that would typically be applied to financial information presented in accordance with U.S. GAAP. Upon the application of such procedures, the financial information could be subject to changes, and these changes could be material. The information furnished in this Monthly Operating Report includes normal recurring adjustments, but does not include all of the adjustments that would typically be made for interim financial statements in accordance with U.S. GAAP.

Reservation of Rights: Given the complexity of the Debtors' business, inadvertent errors, omissions or over inclusions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this Monthly Operating Report and reserve the right to amend or supplement this Monthly Operating Report, if necessary, but shall be under no obligation to do so.

Notes

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

COMPARATIVE BALANCE SHEETS⁽¹⁾

ASSETS	Estate October 31, 2018	Estate November 30, 2018	Estate December 31, 2018	Estate January 31, 2019	Estate February 28, 2019
CURRENT ASSETS					
Cash	\$ 3,192,171	\$ 3,191,551	\$ 3,196,685	\$ 3,173,391	\$ 3,173,512
Accounts Receivable, Net	-	-	-	-	-
Other Receivable	-	-	-	-	-
Inventory, Net: Weighted Average	-	-	-	-	-
Prepaid Expenses and Deposits	1,260,209	1,260,209	1,260,209	-	-
TOTAL CURRENT ASSETS	4,452,380	4,451,760	4,456,894	3,173,391	3,173,512
Property, Plant & Equipment at Cost	-	-	-	-	-
Less Accumulated Depreciation	-	-	-	-	-
NET BOOK VALUE OF PP & E	-	-	-	-	-
Definite-lived Intangible Assets	-	-	-	-	-
Less Accumulated Amortization	-	-	-	-	-
NET BOOK VALUE OF DEFINITE-LIVED INTANGIBLE ASSETS	-	-	-	-	-
Goodwill and Indefinite-Lived Intangible Assets	-	-	-	-	-
OTHER ASSETS	-	-	-	-	-
1. Other Assets	-	-	-	-	-
TOTAL ASSETS	\$ 4,452,380	\$ 4,451,760	\$ 4,456,894	\$ 3,173,391	\$ 3,173,512

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-2

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

COMPARATIVE BALANCE SHEETS⁽¹⁾

LIABILITIES & OWNER'S EQUITY	Estate October 31, 2018	Estate November 30, 2018	Estate December 31, 2018	Estate January 31, 2019	Estate February 28, 2019
LIABILITIES	\$ -	\$ -	\$ -	\$ -	\$ -
POST-PETITION LIABILITIES(MOR-4)					
PRE-PETITION LIABILITIES					
CURRENT LIABILITIES:					
Accounts Payable	26,475,467	26,475,467	26,475,467	26,475,467	26,475,467
Accrued Expenses and Other Liabilities	3,210,786	3,210,786	3,210,786	3,210,786	3,210,786
Assets Transferable to UpWell Holdings, Inc.	-	-	-	-	-
Current Portion of Note Payable	256,116	256,116	256,116	256,116	256,116
Current Portion of Capital Lease Obligation	-	-	-	-	-
Long-Term Debt Obligation	-	-	-	-	-
Line of Credit	-	-	-	-	-
Customer Deposits	-	-	-	-	-
Deferred Revenue	-	-	-	-	-
TOTAL CURRENT LIABILITIES	29,942,369	29,942,369	29,942,369	29,942,369	29,942,369
Note Payable, Net of Current Portion	9,000,000	9,000,000	9,000,000	9,000,000	9,000,000
Capital Lease Obligation, Net of Current Portion	-	-	-	-	-
TOTAL PRE-PETITION LIABILITIES	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369
TOTAL LIABILITIES	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369
OWNER'S EQUITY (DEFICIT)					
Series A Preferred Units; 3,639,027 issued and outstanding	2,088,802	2,088,802	2,088,802	2,088,802	2,088,802
Class A Units; 42,350,916 issued and outstanding	18,660,660	18,660,660	18,660,660	18,660,660	18,660,660
Series B Preferred Units; 16,887,585 issued and outstanding	36,312,287	36,312,287	36,312,287	36,312,287	36,312,287
Class B Units; 4,924,698 issued and outstanding	-	-	-	-	-
Unit Option Exercises	840,500	840,500	840,500	840,500	840,500
Accumulated Deficit	(92,392,238)	(92,392,858)	(92,387,724)	(93,671,227)	(93,671,106)
TOTAL OWNER'S EQUITY (NET WORTH)	(34,489,989)	(34,490,609)	(34,485,475)	(35,768,978)	(35,768,857)
TOTAL LIABILITIES & OWNERS EQUITY	\$ 4,452,380	\$ 4,451,760	\$ 4,456,894	\$ 3,173,391	\$ 3,173,512

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-3

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

SCHEDULE OF POST-PETITION LIABILITIES⁽¹⁾

	Estate October 31, 2018	Estate November 30, 2018	Estate December 31, 2018	Estate January 31, 2019	Estate February 28, 2019
TRADE ACCOUNTS PAYABLE	\$ -	\$ -	\$ -	\$ -	\$ -
TAX PAYABLE					
Federal Payroll Taxes	-	-	-	-	-
State Payroll Taxes	-	-	-	-	-
Ad Valorem Taxes	-	-	-	-	-
Other Taxes	-	-	-	-	-
TOTAL TAXES PAYABLE	-	-	-	-	-
SECURED DEBT POST-PETITION	-	-	-	-	-
ACCRUED INTEREST PAYABLE	-	-	-	-	-
ACCRUED PROFESSIONAL FEES*	-	-	-	-	-
OTHER ACCRUED LIABILITIES					
1. Accrued Operating Expenses	-	-	-	-	-
2. Accrued Marketing Cost of Goods Sold	-	-	-	-	-
TOTAL POST-PETITION LIABILITIES (MOR-3)	\$ -	\$ -	\$ -	\$ -	\$ -

*Payment requires Court Approval

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-4

CASE NAME: UPLIFT RX, LLC, et al
CASE NUMBER: 17-32186, Jointly Administered

AGING OF POST-PETITION LIABILITIES of Estate ⁽¹⁾
February 2019

DAYS OUTSTANDING	TOTAL	TRADE ACCOUNTS	ACCRUED OPERATING EXPENSES	ACCRUED MARKETING COST OF GOODS SOLD	ACCRUED PROFESSIONAL FEES	ACCRUED SECURED DEBT	ACCRUED TAXES PAYABLE
0-30	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
31-60	-	-	-	-	-	-	-
61-90	-	-	-	-	-	-	-
91+	-	-	-	-	-	-	-
TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

AGING OF ACCOUNTS RECEIVABLE⁽¹⁾
February 2019

DAYS OUTSTANDING	TOTAL	THIRD PARTY REVENUE ACCOUNTS RECEIVABLE	MARKETING ACCOUNTS RECEIVABLE	SUBTENANT ACCOUNTS RECEIVABLE
0-30	\$ -	\$ -	\$ -	\$ -
31-60	-	-	-	-
61-90	-	-	-	-
91+	-	-	-	-
SUBTOTAL	-	-	-	-
Provision for doubtful accounts	-	-	-	-
Unapplied cash	-	-	-	-
Anticipated provider withholdings	-	-	-	-
Reversals from prior period	-	-	-	-
Credits and rebates	-	-	-	-
Affiliated companies	-	-	-	-
Estimated marketing revenue	-	-	-	-
TOTAL	\$ -	-	-	-

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-5

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

STATEMENT OF INCOME (LOSS)⁽¹⁾

	Estate	Estate	Estate	Estate	Estate	Estate	FILING TO DATE
	October 2018	November 2018	December 2018	January 2019	February 2019		
REVENUES (MOR-1)	\$ -	\$ -	\$ 5,000	\$ -	\$ -	\$ -	115,437,282
TOTAL COST OF REVENUES	-	-	-	-	-	-	51,228,677
GROSS PROFIT	-	-	5,000	-	-	-	64,208,605.51
OPERATING EXPENSES:							
LABOR COST							
Non-Executive Incentive Bonuses	-	-	-	-	-	-	308,322
Payroll Taxes	-	-	-	-	-	-	1,625,313
Employee Benefits	-	-	-	-	-	-	2,359,143
Wages	-	-	-	-	-	-	19,282,046
Commissions	-	-	-	-	-	-	2,185,643
Severance	-	-	-	-	-	-	(16,372)
Capitalized Labor	-	-	-	-	-	-	(524,209)
Total Labor Cost	-	-	-	-	-	-	25,219,886
OPERATING COSTS							
Facilities Cost	-	-	-	-	-	-	3,060,369
General & Administrative	-	-	-	-	-	-	2,917,161
Investigation & Restructuring Expenses	21,775	-	-	20,475	-	-	4,081,276
Professional Fees	2,744	750	-	2,953	-	-	1,077,575
Selling & Marketing	-	-	-	-	-	-	7,249,144
Shipping & Variable Expenses	-	-	-	-	-	-	3,331,510
Technology Expenses	-	-	-	-	-	-	2,125,784
Total Operating Costs	24,519	750	-	23,428	-	-	23,842,818
TOTAL OPERATING EXPENSES	24,519	750	-	23,428	-	-	49,062,704
INCOME BEFORE INT. DEPR/TAX (MOR-1)	(24,519)	(750)	5,000	(23,428)	-	-	15,145,901
INTEREST EXPENSE	-	-	-	-	-	-	146,682
DEPRECIATION	-	-	-	-	-	-	3,468,494
OTHER (INCOME) EXPENSE	(134)	(130)	(134)	(134)	(121)	-	254,176
OTHER ITEMS	-	-	-	-	-	-	60,113,376
TOTAL INT. DEPR & OTHER ITEMS	(134)	(130)	(134)	(134)	(121)	-	63,982,728
NET INCOME (LOSS) BEFORE TAXES	(24,384)	(620)	5,134	(23,294)	121	-	(48,836,827)
FEDERAL INCOME TAXES	-	-	-	-	-	-	61,256
NET INCOME (LOSS) (MOR-1)	\$ (24,384)	\$ (620)	\$ 5,134	\$ (23,294)	\$ 121	\$ (48,898,083)	

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-6

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

CASH RECEIPTS AND DISBURSEMENTS⁽¹⁾	Estate	Estate	Estate	Estate	Estate	Estate	FILING TO
	October 2018	November 2018	December 2018	January 2019	February 2019	DATE	
1. CASH-BEGINNING OF MONTH	\$	\$	\$	\$	\$		
Adjustment	-	-	-	-	-		902,899.43
RECEIPTS:							37,275.08
2. CASH SALES	-	-	-	-	-		99,601.48
3. COLLECTION OF ACCOUNTS RECEIVABLE	-	-	-	-	-		75,416,671.75
4. LOANS & ADVANCES (attach list)	-	-	-	-	-		-
5. SALE OF ASSETS	-	-	-	-	-		13,050,000.00
6. OTHER (attach list)	134.22	129.89	5,134.23	134.23	121.25		3,216,768.75
TOTAL RECEIPTS**	134.22	129.89	5,134.23	134.23	121.25		91,783,041.98
(Withdrawal) Contribution by Individual Debtor MFR-2*							
DISBURSEMENTS:							
7. NET PAYROLL	-	-	-	-	-		16,271,853.84
8. PAYROLL TAXES PAID	-	-	-	-	-		2,285,480.41
9. SALES, USE & OTHER TAXES PAID	-	-	-	-	-		3,300.00
10. SECURED/RENTAL/LEASES	-	-	-	-	-		10,129,447.78
11. UTILITIES & TELEPHONE	-	-	-	-	-		390,714.25
12. INSURANCE	-	-	-	-	-		865,933.24
13. INVENTORY PURCHASES	-	-	-	-	-		31,123,960.64
14. VEHICLE EXPENSES	-	-	-	-	-		-
15. TRAVEL & ENTERTAINMENT	-	-	-	-	-		7,428.61
16. REPAIRS, MAINTENANCE & SUPPLIES	-	-	-	-	-		121,289.63
17. ADMINISTRATIVE & SELLING	-	-	-	-	-		79,860.75
18. OTHER (attach list)	-	-	-	-	-		21,519,905.96
TOTAL DISBURSEMENTS FROM OPERATIONS	-	-	-	-	-		82,799,175.11
19. PROFESSIONAL FEES	2,743.61	750.00	-	2,553.40	-		3,627,912.20
20. U.S. TRUSTEE FEES	21,775.00	-	-	20,475.00	-		473,522.40
21. OTHER REORGANIZATION EXPENSES (attach list)	-	-	-	-	-		-
TOTAL DISBURSEMENTS**	24,518.61	750.00	5,134.23	23,428.40	-		86,900,609.71
22. NET CASH FLOW	(24,384.39)	(620.11)	-	(23,294.17)	121.25		4,882,432.37
Adjustment	-	-	-	-	-		(2,649,094.31)
23. CASH - END OF MONTH (MOR-2)	\$	\$	\$	\$	\$		3,173,512.47

* Applies to Individual debtors only

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

	Estate					FILING TO DATE
	October 2018	November 2018	December 2018	January 2019	February 2019	
OTHER RECEIPTS⁽¹⁾						
1. Incoming credit	\$ -	\$ -	\$ -	\$ -	\$ -	67,619.40
2. Bank adjustment	-	-	-	-	-	4,307.23
3. Merchant transactions	-	-	-	-	-	2,818,911.59
4. Returned deposits	-	-	-	-	-	(57,592.99)
5. Other receipts	-	-	-	-	-	-
6. Bank interest	134.22	129.89	134.23	134.23	121.25	4,267.93
7. Zions Bank ZBA Debit Reversal	-	-	-	-	-	364,255.59
8. Upwell Holdings	-	-	5,000.00	-	-	15,000.00
TOTAL OTHER RECEIPTS	\$ 134.22	\$ 129.89	\$ 5,134.23	\$ 134.23	\$ 121.25	\$ 3,216,768.75

CASH RECEIPTS AND DISBURSEMENTS line 6 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7a

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

OTHER DISBURSEMENTS ⁽¹⁾	Estate October 2018	Estate November 2018	Estate December 2018	Estate January 2019	Estate February 2019	FILING TO DATE
1. 401(k)	-	-	-	\$	\$	1,197,936.46
2. Other Disbursements	-	-	-	-	-	8,364.12
3. Bank Charges	-	-	-	-	-	216,789.62
4. Benefits	-	-	-	-	-	2,175,185.39
5. Employee Reimbursement	-	-	-	-	-	379,185.08
6. IT Services	-	-	-	-	-	2,024,693.17
7. Licensing and fees	-	-	-	-	-	174,353.81
8. Media	-	-	-	-	-	9,473,212.34
9. Merchant Fees	-	-	-	-	-	171,091.36
10. Pharmacy Purchase/Management Fee	-	-	-	-	-	74,000.00
11. Shipping	-	-	-	-	-	1,941,855.17
12. Teladoc	-	-	-	-	-	3,275,080.00
13. Onsite food and beverage program	-	-	-	-	-	65,862.32
14. Petty cash	-	-	-	-	-	2,000.00
15. Office supplies	-	-	-	-	-	88,055.02
16. Security	-	-	-	-	-	32,736.07
17. Pest control	-	-	-	-	-	889.55
18. Customer refunds	-	-	-	-	-	30,945.88
19. Temporary Labor	-	-	-	-	-	87,672.19
20. Obsolete inventory disposal	-	-	-	-	-	89,198.41
21. Bookkeeping services	-	-	-	-	-	10,800.00
TOTAL OTHER DISBURSEMENTS	\$	\$	\$	\$	\$	21,519,905.96

CASH RECEIPTS AND DISBURSEMENTS line 18 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7b

CASE NAME: UPLIFT RX, LLC et al.
CASE NUMBER: 17-32186, Jointly Administered

CASH ACCOUNT RECONCILIATION⁽¹⁾
MONTH OF FEBRUARY 2019

No.	Account Name	Bank Name	Account Type	Account Number (last 4 digits only)	Transitioned to Upwell [®]	Ending Bank Balance on February 28, 2019	Outstanding Checks	Deposits in Transit	Ending Adjusted Bank Balance (Must Agree with Books)
1	Alliance Health Networks, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8828	X	\$	\$	\$	\$
2	Alliance Medical Administration, Inc.	Zions Bank	Primary Expense Account	9016	X				
3	Alliance Medical Administration, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	8745	X				
4	Alliance Medical Holdings, LLC	Zions Bank	Primary Sweep Concentration Account	8984	X				
5	Alliance Medical Holdings, LLC	Zions Bank	Gold Business/Investment Sweep Account	0224	X				
6	Alta Distributors, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8836	X				
7	Balle Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4121	X				
8	Benson Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	3024	X				
9	Berkshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3925	X				
10	Best Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2596	X				
11	Bridgestone Pharmacy Holdings, LLC	NONE	N/A	N/A	X				
12	Bridgestone Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2935	X				
13	Brookhill Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2950	X				
14	BrooksRx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	7332	X				
15	Burbank Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3321	X				
16	Canyon Medical, LLC	NONE	N/A	N/A	X				
17	Canyons Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2737	X				
18	Charleston Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2992	X				
19	Cheshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2752	X				
20	Conoly Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3032	X				
21	Cottonwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	5821	X				
22	Crestwell Pharmacy Holdings, LLC	NONE	N/A	N/A	X				
23	Delaney Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2976	X				
24	East Great Café, LLC	NONE	N/A	N/A	X				
25	Galena Pharmacy Holdings, LLC	NONE	N/A	N/A	X				
26	Galena Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2968	X				
27	Gannett Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3313	X				
28	Geneva Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6069	X				
29	Geneva Rx Holdings, LLC	NONE	N/A	N/A	X				
30	Glendale Square Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	2794	X				
31	Goodman Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2638	X				
32	Hawthorne Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6391	X				
33	Hawthorne Rx Holdings, LLC	NONE	N/A	N/A	X				
34	Hazelwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3784	X				
35	Health Rx Holdings, LLC	NONE	N/A	N/A	X				
36	Health Saver Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3040	X				
37	Improve Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2877	X				
38	Innovative Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2562	X				
39	Kendall Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	4287	X				
40	Locketford Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	4220	X				
41	Lone Peak Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3305	X				
42	Medina Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6383	X				
43	New Jersey Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2869	X				
44	New Life Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8737	X				
45	Newton Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3057	X				
46	Oak Creek Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3008	X				
47	Ohana Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8827	X				
48	Olin Pharmaceutical, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2588	X				
49	On Track Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2679	X				
50	Oscoda Clinic Pharmacy LLC	NONE	N/A	N/A	X				
51	Philadelphia Pharmacy Solutions, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4568	X				
52	Pinnacle Pharmacy Holdings, LLC	NONE	N/A	N/A	X				
53	Raven Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3065	X				
54	Richardson Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2820	X				
55	Riverbend Prescription Services, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2943	X				
56	Riverfront Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	5789	X				
57	Skyline Health Services, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8802	X				
58	Sonybrook Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8919	X				
59	Utha Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3075	X				
60	Uplift Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2083	X				
61	Wavely Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3016	X				
62	Woodward Drugs, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2760	X				
63	Woodward Rx Holdings, LLC	NONE	N/A	N/A	X				
64	Woodward Rx Holdings, LLC	Zions Bank	Basic Business Checking	6241	X				
65	Alameda Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	1364	X				
66	Baytree Pharmacy LLC Blocked Account FBO Alta Distributors LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	4692	X				
67	Cordile Pharmacy LLC Blocked Account FBO Alliance Medical Holdings LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	0440	X				
68	Cure RX LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	8217	X				
69	David Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4233	X				
70	El Dorado Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4718	X				
71	Genesee Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4708	X				
72	Hawkins Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4708	X				
73	Jefferson Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	8653	X				
74	Norwood Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	8653	X				
75	Oak Creek Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0390	X				

CASE NAME: UPWELL RX, LLC et al.
CASE NUMBER: 17-32186_Janet Admin-Related

CASH ACCOUNT RECONCILIATION⁽¹⁾
MONTH OF FEBRUARY 2019

No.	Account Name	Bank Name	Account Type	Account Number (last 4 digits only)	Transitioned to Upwell ⁽³⁾	Ending Bank Balance on February 28, 2019	Outstanding Checks	Deposits In Transit	Ending Adjusted Bank Balance (Must Agree with Books)
76	Peterson RX LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0424	X	-	-	-	-
77	Rock City Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0416	X	-	-	-	-
78	Staley Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4734	X	-	-	-	-
79	Twin Lakes Pharmacy Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6225	X	-	-	-	-
80	Alliance Health Networks, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Primary Sweep Concentration Account	0541	X	-	-	-	-
81	Alliance Medical Administration, Inc. - Debtor in Possession	Wells Fargo ⁽²⁾	Primary Sweep Concentration Account	0558	X	-	-	-	-
82	Baytree Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Corp Account	0566	X	-	-	-	-
83	Belle Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	0574	X	-	-	-	-
84	Benson Pharmacy, Inc. - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	0582	X	-	-	-	-
85	Berkshire Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	0590	X	-	-	-	-
86	Best Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	0616	X	-	-	-	-
87	BridgeStone Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6386	X	-	-	-	-
88	BrooksideRx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6394	X	-	-	-	-
89	Charleston Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6402	X	-	-	-	-
90	Cheshire Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6410	X	-	-	-	-
91	Delaney Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6428	X	-	-	-	-
92	Garrett Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6436	X	-	-	-	-
93	Geneva Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6444	X	-	-	-	-
94	Godman Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6451	X	-	-	-	-
95	Hawthorne Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6469	X	-	-	-	-
96	Health Saver Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6477	X	-	-	-	-
97	Improve Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6485	X	-	-	-	-
98	Innovative Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6493	X	-	-	-	-
99	Kendall Pharmacy, Inc. - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	6501	X	-	-	-	-
100	New Jersey Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	2308	X	-	-	-	-
101	New Life Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	7889	X	-	-	-	-
102	NewtonRx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	7897	X	-	-	-	-
103	Oak Creek Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	7905	X	-	-	-	-
104	Ohana Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3684	X	-	-	-	-
105	Olin Pharmaceutical, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3692	X	-	-	-	-
106	On Track Rx, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3700	X	-	-	-	-
107	Skyline Health Services, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3718	X	-	-	-	-
108	Staley Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Corp Account	3726	X	-	-	-	-
109	Sonybrook Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3734	X	-	-	-	-
110	Waverly Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3742	X	-	-	-	-
111	Woodward Drugs, LLC - Debtor in Possession	Wells Fargo ⁽²⁾	Pharmacy Account - Swept to Concentration Account	3759	X	-	-	-	-
Subtotal									
Less: Accounts transitioned to Upwell									
Entities No Longer An Estate Economic Risk - Total									
80	GlassRainer Advisory & Capital Group, LLC Escrow Account ⁽³⁾	Wells Fargo	Escrow Account	5833	-	3,161,191.56	-	-	3,161,191.56
81	Alliance Medical Holdings LLC Debtor Ronald L Glass As Trustee ⁽⁴⁾	Signature Bank	Bankruptcy MMA	2920	-	-	-	-	-
82	Alliance Medical Holdings LLC Debtor Ronald L Glass As Trustee ⁽⁴⁾	Signature Bank	Bankruptcy Checking	2912	-	13,797.61	1,476.70	-	12,320.91
Estate - Total						3,174,989.17	1,476.70	\$	3,173,512.47
Grand Total						\$ 3,174,989.17	\$ 1,476.70	\$	\$ 3,173,512.47

Notes:

- (1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.
(2) Wells Fargo Debtor in Possession accounts were opened due to Zions forced closure of all accounts during April 2018.
(3) Estate escrow account set up to receive sales proceeds from UpWell.
(4) Estate checking accounts.
(5) All pharmacies transitioned to UpWell by August 31, 2018.

MOR-8

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

PAYMENTS TO INSIDERS AND PROFESSIONALS⁽¹⁾

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 101(31)(A)-(F) of the U.S. Bankruptcy Code) and the professionals.

Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary).

INSIDERS: NAME/COMP TYPE	POSITION	MONTH Estate	MONTH Estate	MONTH Estate	MONTH Estate	MONTH Estate	Filing to Date
1. Jordan Smith	SVP of Inside Sales (terminated on September 15, 2017)	\$	\$	\$	\$	\$	\$ 87,779.15
2. Jeffrey Smith	Chief Executive Officer (resigned on April 14, 2017)	-	-	-	-	-	23,027.35
3. Scott Klossner	Chief Financial Officer	-	750.00	-	-	-	187,243.47
4. Blaine Smith	Chief Revenue Officer	-	-	-	-	-	160,493.43
5. Sahily Pauline	Chief Pharmacy Officer	-	-	-	-	-	162,262.88
6. Matt Simas	Interim Chief Executive Officer	-	-	-	-	-	167,818.30
TOTAL INSIDERS (MOR-1)		\$	\$ 750.00	\$	\$	\$	788,634.58

PROFESSIONALS	POSITION	MONTH Estate	MONTH Estate	MONTH Estate	MONTH Estate	MONTH Estate	Filing to Date
1. Hilco Valuation Services, LLC	Professional	\$	\$	\$	\$	\$	17,645.25
2. Tom Collins	Mediator	-	-	-	-	-	3,900.00
3. Vicini	Recruiting	-	-	-	-	-	2,895.50
4. HealthCare Appraisers Inc.	Business Valuation	-	-	-	-	-	16,643.00
5. Jennifer Hamelin	Consulting	-	-	-	-	-	20,612.90
6. Stinson Leonard Street LLP	Legal	-	-	-	-	-	330.00
7. Baker & Hostetler	Legal	-	-	-	-	-	1,840,276.57
8. WSRP, LLC	401(k) Audit	-	-	-	-	-	6,644.25
9. Goldwell Banker Commercial Advisors	Realtor	-	-	-	-	-	55,822.91
10. Tanner LLC	Tax	-	-	-	-	-	20,000.00
11. David Hoffman & Associates	Consulting	-	-	-	-	-	14,517.40
12. Fox Rothschild LLP	Legal	-	-	-	-	-	350,901.48
13. BMC Group	Claims Agent	2,743.61	-	2,953.40	-	-	24,866.01
14. Cohn Reumick, LLP	Legal	-	-	-	-	-	222,480.83
15. Scott Klossner	Consulting	-	750.00	-	-	-	5,454.59
16. Kimball Legal	Legal	-	-	-	-	-	12,828.82
16. GlasRatner Advisory & Capital Group, LLC	Financial Advisors	-	-	-	-	-	1,012,092.69
TOTAL PROFESSIONALS (MOR-1)		\$	2,743.61	\$	2,953.40	\$	3,627,912.20

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

Exhibit A - CONSOLIDATING DISBURSEMENTS OF JOINTLY ADMINISTERED CASES IN CHAPTER 11

CASE NAME: UPLIFT RX, LLC, et al.
JOINT ADMINISTRATION CASE NUMBER: 17-32186

DISBURSEMENTS (1)

No.	Entity	Case No.	Estate October 2018	Estate November 2018	Estate December 2018	Estate January 2019	Estate February 2019	Filing to Date
1	Alliance Health Networks, LLC	17-32250	\$ -	\$ -	\$ -	\$ -	\$ -	10,966,555.45
2	Alliance Medical Administration, Inc.	17-32246	-	-	-	-	-	33,224,756.80
3	Alliance Distributors, LLC	17-32188	-	750.00	-	-	-	11,561,791.97
4	Alta Distributors, LLC	17-32248	24,518.61	-	-	23,428.40	-	15,488.08
5	Belle Pharmacy, LLC	17-32187	-	-	-	-	-	581,538.00
6	Benson Pharmacy, Inc.	17-32191	-	-	-	-	-	509,716.24
7	Berkshire Pharmacy, LLC	17-32207	-	-	-	-	-	1,057.74
8	Best Rx, LLC	17-32209	-	-	-	-	-	820.35
9	Bridgestone Pharmacy Holdings, LLC	17-32235	-	-	-	-	-	54,653.44
10	Bridgestone Pharmacy, LLC	17-32215	-	-	-	-	-	-
11	Brookhill Pharmacy, LLC	17-32216	-	-	-	-	-	5,673,639.25
12	BrooksideRx, LLC	17-32198	-	-	-	-	-	-
13	Burbank Pharmacy, LLC	17-32217	-	-	-	-	-	-
14	Canyon Medical, LLC	17-32243	-	-	-	-	-	-
15	Canyons Pharmacy, LLC	17-32218	-	-	-	-	-	-
16	Charleston Rx, LLC	17-32195	-	-	-	-	-	1,138,044.89
17	Cheshire Pharmacy, LLC	17-32219	-	-	-	-	-	1,407.78
18	Conoly Pharmacy, LLC	17-32220	-	-	-	-	-	-
19	Cottonwood Pharmacy, LLC	17-32221	-	-	-	-	-	-
20	Crestwell Pharmacy Holdings, LLC	17-32236	-	-	-	-	-	261,664.53
21	Delansy Pharmacy, LLC	17-32210	-	-	-	-	-	-
22	East Great Caffe, LLC	17-32249	-	-	-	-	-	-
23	Galena Pharmacy Holdings, LLC	17-32237	-	-	-	-	-	-
24	Galena Pharmacy, LLC	17-32222	-	-	-	-	-	-
25	Garnett Pharmacy, LLC	17-32223	-	-	-	-	-	398,743.45
26	Geneva Pharmacy, LLC	17-32189	-	-	-	-	-	3,842,404.97
27	Geneva Rx Holdings, LLC	17-32238	-	-	-	-	-	-
28	Glendale Square Rx, Inc.	17-32225	-	-	-	-	-	1,713.90
29	Goodman Pharmacy, LLC	17-32198	-	-	-	-	-	586.95
30	Hawthorne Pharmacy, LLC	17-32224	-	-	-	-	-	531,790.66
31	Hawthorne Rx Holdings, LLC	17-32239	-	-	-	-	-	-
32	Hazelwood Pharmacy, LLC	17-32225	-	-	-	-	-	-
33	Health Rx Holdings, LLC	17-32242	-	-	-	-	-	1,401.41
34	Health Saver Rx, LLC	17-32208	-	-	-	-	-	1,599.11
35	Improve Rx, LLC	17-32205	-	-	-	-	-	1,476,352.87
36	Innovative Rx, LLC	17-32194	-	-	-	-	-	638,401.35
37	Kendall Pharmacy, Inc.	17-32182	-	-	-	-	-	913.90
38	Lockford Rx, Inc.	17-32230	-	-	-	-	-	1,856.88
39	Lone Peak Rx, LLC	17-32204	-	-	-	-	-	368,886.85
40	Medina Pharmacy, LLC	17-32227	-	-	-	-	-	1,850.25
41	New Jersey Rx, LLC	17-32266	-	-	-	-	-	2,097,422.02
42	New Life Pharmacy, LLC	17-32211	-	-	-	-	-	147,962.78
43	Newton Rx, LLC	17-32203	-	-	-	-	-	956,194.18
44	Oak Creek Rx, LLC	17-32201	-	-	-	-	-	8,043.86
45	Ohana Rx, LLC	17-32190	-	-	-	-	-	816.16
46	Olin Pharmaceutical, LLC	17-32247	-	-	-	-	-	1,278.41
47	On Track Rx, LLC	17-32196	-	-	-	-	-	-
48	Oxcelia Clinic Pharmacy LLC	17-32200	-	-	-	-	-	8,104.05
49	Philadelphia Pharmacy Holdings, LLC	17-32241	-	-	-	-	-	-
50	Pinnacle Pharmacy Solutions, LLC	17-32231	-	-	-	-	-	429,531.48
51	Raven Pharmacy Holdings, LLC	17-32234	-	-	-	-	-	15.00
52	Raven Pharmacy, LLC	17-32228	-	-	-	-	-	4,304.29
53	Richardson Pharmacy, LLC	17-32193	-	-	-	-	-	402,100.53
54	Riverbend Prescription Services, LLC	17-32233	-	-	-	-	-	1,909.88
55	Riverfront Rx, LLC	17-32232	-	-	-	-	-	188.30
56	Skyline Health Services, LLC	17-32212	-	-	-	-	-	203,518.67
57	Sonyatax Pharmacy, LLC	17-32213	-	-	-	-	-	307,581.33
58	Urita Rx, LLC	17-32183	-	-	-	-	-	602,097.79
59	Urita Rx, LLC	17-32186	-	-	-	-	-	-
60	Waco Rx, LLC	17-32202	-	-	-	-	-	-
61	Woodward Pharmacy, LLC	17-32214	-	-	-	-	-	-
62	Woodward Rx Holdings, LLC	17-32240	-	-	-	-	-	-
Total Disbursements (same as MOR-1 disbursements)			\$ 24,518.61	\$ 750.00	\$ -	\$ 23,428.40	\$ -	\$ 86,900,609.71

Exhibit A

(1) On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Excluded Contracts; and (C) Granting Related Relief. In connection with the sale of substantially all of the Jointly Administered Debtors' Assets (ECF No. 597). On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 653]. Subsequently, on November 17, 2017, the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the sale, the Jointly Administered Debtors sold but will no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer.